

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

HOLLAND & KNIGHT LLP

Barbra R. Parlin, Esq. (NJ Bar No. 008211995)
787 Seventh Avenue
New York, New York 10019
Tel.: (212) 513-3200
Facsimile: (212) 385-9010
barbra.parlin@hklaw.com

John J. Monaghan (admitted *pro hac vice*)
Lynne B. Xerras (Mass. Bar #632441)
Kathleen M. St. John (Mass. Bar. #681565)
10 St. James Avenue
Boston, Massachusetts 02116
Tel.: (617) 523-2700
Facsimile: (617) 523-6850
bos-bankruptcy@hklaw.com
lynne.xerras@hklaw.com
kathleen.stjohn@hklaw.com

*Counsel for Invenergy, LLC, Yuma Solar
Energy LLC, Invenergy Services LLC,
Invenergy Storage Development LLC, El Sol
Energy Storage LLC, and El Sol Storage
Energy LLC*

In re:

POWIN, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 25-16137 (MBK)

Jointly Administered

Hearing Dates: July 15, 2025 and August 6,
2025

**JOINDER OF INVENERGY SERVICES LLC, INVENERGY STORAGE
DEVELOPMENT LLC, EL SOL ENERGY STORAGE LLC, AND EL SOL STORAGE**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583], (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [5241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [2495], (ix) Powin Energy Operating, LLC [6487]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

ENERGY LLC TO LIMITED OBJECTION OF YUMA SOLAR ENERGY LLC TO DEBTORS' OMNIBUS MOTION FOR ENTRY OF ORDER (I) AUTHORIZING THE REJECTION OF LEGACY CUSTOMER CONTRACTS AND (II) GRANTING RELATED RELIEF AND FINAL ORDERS AUTHORIZING USE OF CASH COLLATERAL AND APPROVING TERMS OF POST-PETITION FINANCING

Invenergy Services LLC, Invenergy Storage Development LLC, El Sol Energy Storage LLC, and El Sol Storage Energy LLC (collectively, "Invenergy Parties"), though their undersigned counsel, hereby file this joinder ("Joinder") to the *Limited Objection of Yuma Solar Energy LLC to Debtors' Omnibus Motion for Entry of Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief and Final Orders Authorizing Use of Cash Collateral and Approving Terms of Post-Petition Financing* [ECF No. 287] ("Limited Objection"), through which Yuma Solar Energy LLC ("Yuma"), an affiliate of the Invenergy Parties, objected to certain of the relief requested in the pending *Omnibus Motion of the Debtors for Entry of an Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief* [ECF No. 88] (the "Rejection Motion") as well as relief that would issue upon entry of final orders granting the *Amended Motion of the Debtors for Entry of Interim and Final Orders: (I) Authorizing the Debtors to Obtain Postpetition Operational Cash Flow Financing; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Modifying the Automatic Stay; (IV) Scheduling a Final DIP Hearing; and (V) Granting Related Relief* [ECF No. 143] ("Financing Motion") and the *Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing Post-Petition Use of Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Scheduling A Final Hearing, and (IV) Granting Related Relief* [ECF No. 3] ("Cash Collateral Motion") and, collectively with the Financing Motion and the Rejection Motion, the "Pending Motions"). A hearing regarding the Financing Motion and Cash Collateral Motion is scheduled for tomorrow, July 15, 2025 and the hearing regarding the Rejection Motion has been

adjourned until August 6, 2025. In support of this Joinder, the Invenergy Parties state as follows:

JOINDER

1. Like Yuma, the Invenergy Parties develop, build, own, and operate large-scale renewable energy generation, transmission, and battery storage facilities (“Invenergy Projects”), and in that capacity, engaged Powin to develop and install battery energy storage system (“Systems”) at several Invenergy Projects pursuant to Energy Storage System Supply Agreements (“ESSAS”), as well as contracted with Powin to provide ongoing maintenance and support of the Systems through Long Term Services Agreements (“LTSAS”) at those of the Invenergy Projects that have achieved substantial completion.¹

2. As a result, the Invenergy Parties are customers of Powin, and in that capacity, licensees of Powin’s intellectual property holding a variety of associated rights, including in connection with the IP Escrow Agreement.²

3. The Debtors have filed the Rejection Motion seeking entry of an order rejecting the following executory contracts of the Invenergy Parties, effective as of a Rejection Date of June 17, 2025 (“Rejected Invenergy Contracts”):

Invenergy Party	Contract Counterparty	Contract Date	Contract Type	Contract Location
91 El Sol Energy Storage LLC	Powin, LLC	05/19/2023	ESA (Energy Storage Agreement)	El Sol
92 El Sol Storage Energy LLC	Powin, LLC	04/09/2021	ESA (Energy Storage Agreement)	El Sol
146 Invenergy Services LLC	Powin, LLC	02/21/2024	L TSA (Long Term Service Agreement)	El Sol, Orangeville, Arizona Sun
147 Invenergy Services LLC	Powin, LLC	03/01/2022	L TSA (Long Term Service Agreement)	Orangeville, El Sol, Az Sun
148 Invenergy Storage Development LLC	Powin, LLC	10/02/2018	ESA (Energy Storage Agreement)	MIDAM
149 Invenergy Storage Development LLC	Powin, LLC	12/20/2019	ESA (Energy Storage Agreement)	
150 Invenergy Storage Development LLC	Powin, LLC	02/05/2021	ESA (Energy Storage Agreement)	Westar/Sedgwick

4. The Invenergy Parties file this Joinder and in doing-so reserve all rights and join in the objection raised in the Limited Objection to any effort of the Debtors to undermine, limit,

¹ The El Sol Energy Storage Center, a proposed 250-megawatt energy storage project located in Maricopa County, Arizona, is still under development.

² Capitalized terms not herein defined shall have the meanings ascribed in the Limited Objection.

or alter the protections afforded to the Invenergy Parties pursuant to 11 U.S.C. § 365(n) as licensees of intellectual property or to cause the transfer of such intellectual property free and clear of the Invenergy Parties' interests in the ESSAS and LTSAS, for the reasons set forth in the Limited Objection.

WHEREFORE, the Invenergy Parties respectfully request that the Court enter an order (i) denying the Pending Motions; and (ii) granting such other and further relief as may be just and proper.

Dated: July 14, 2025

Respectfully submitted,

HOLLAND & KNIGHT LLP

By: /s/ Barbra R. Parlin

Barbra R. Parlin, Esq. (NJ Bar No.
008211995)

787 Seventh Avenue
New York, New York 10019

Tel.: (212) 513-3200

Facsimile: (212) 385-9010

Email: barbra.parlin@hkllaw.com

-and-

John J. Monaghan (admitted *pro hac vice*)

Lynne B. Xerras (Mass. Bar #632441)

Kathleen M. St. John (Mass. Bar. #681565)

10 St. James Avenue, 11th Floor

Boston, Massachusetts 02116

Tel.: (617) 523-2700

Facsimile: (617) 523-6850

Email: bos-bankruptcy@hkllaw.com

Lynne.Xerras@hkllaw.com

Kathleen.StJohn@hkllaw.com

*Attorneys for Invenergy Services LLC,
Invenergy Storage Development LLC, El Sol
Energy Storage LLC, and El Sol Storage
Energy LLC*

CERTIFICATE OF SERVICE

I, Barbra R. Parlin, counsel to the Invenenergy Parties in connection with the above-captioned bankruptcy cases, hereby certify that on this 14th day of July, 2025, copies of the foregoing *Joinder* were served via ECF.

/s/ Barbra R. Parlin
Barbra R. Parlin, Esq.